

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:)	Chapter 11
)	
W. R. GRACE & CO., <u>et al.</u> , ¹)	Case No. 01-01139 (KJC)
)	(Jointly Administered)
Debtors.)	
)	Hearing Date: October 14, 2014, at 10:00 a.m.
)	Objection Deadline: July 7, 2014, at 4:00 p.m.

**NOTICE OF FINAL FEE APPLICATION OF REED SMITH LLP, SPECIAL
ASBESTOS PRODUCTS LIABILITY DEFENSE COUNSEL TO THE DEBTORS,
FOR COMPENSATION FOR SERVICES RENDERED AND REIMBURSEMENT OF
EXPENSES FOR THE PERIOD APRIL 2, 2001 THROUGH FEBRUARY 3, 2014 AND
APPROVAL OF POST-EFFECTIVE DATE FEES AND EXPENSES
RELATING TO FEE APPLICATIONS**

TO: (1) Office of the United States Trustee; (2) Debtors; (3) Counsel to the Debtors; (4) Counsel to the Official Committee of Unsecured Creditors; (5) Counsel to the Official Committee of Personal Injury Claimants; (6) Counsel to the Official Committee of Asbestos Property Damage Claimants; (7) Counsel to the Official Committee of Equity Holders; (8) Counsel to the DIP lenders; (9) Fee Auditor; and (10) All Parties requesting notice pursuant to Federal Rule of Bankruptcy Procedure 2002.

PLEASE TAKE NOTICE that on May 5, 2014, Reed Smith LLP filed the Final Fee Application of Reed Smith LLP, Special Asbestos Products Liability Defense Counsel to the Debtors, for Compensation for Services Rendered and Reimbursement of Expenses for the

¹ The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food =N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc.), E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

Period April 2, 2001 through February 3, 2014 and Approval of Post-Effective Date Fees and Expenses Relating to Fee Applications (the “Application”). The Application was filed with the United States Bankruptcy Court for the District of Delaware, Marine Midland Plaza, 824 Market Street, 3rd Floor, Wilmington, Delaware 19801 (the “Bankruptcy Court”). In the Application, Reed Smith LLP seeks final allowance of compensation for actual and necessary professional services performed as special products liability defense counsel to the above-captioned debtors and debtors in possession in the total amount of \$18,029,661.35, as well as reimbursement for actual and necessary out-of-pocket expenses incurred in the total amount of \$2,056,764.13 for the covered period. In addition, in the Application, Reed Smith seeks approval of fees and expenses during the Post-Effective Date Period (as defined in the Application) through April 25, 2014 that were incurred in connection with the fee application process in the combined total amount of \$20,556.60 and for an additional amount not to exceed \$12,000.00 in connection with any remaining fees or costs to be incurred in the fee application process.

You are required to file a response to the Application on or before **July 7, 2014, at 4:00 p.m. (Eastern)** (the “Objection Deadline”) with the Clerk of the United States Bankruptcy Court for the District of Delaware, Marine Midland Plaza, 824 Market Street, 3rd Floor, Wilmington, Delaware 19801.

At the same time, you must also serve a copy of the response so as to be received by that time by: (i) Reed Smith, LLP Special Asbestos Products Liability Defense Counsel for the Debtors, Douglas E. Cameron, Esquire, Reed Smith LLP, Reed Smith Centre, 225 Fifth Avenue, Pittsburgh, PA 15222 (Facsimile number 412.288.3063), and Kurt F. Gwynne, Esquire, Reed Smith LLP, 1201 Market Street, Suite 1500, Wilmington, DE 19801 (Facsimile number 302.778.7575); (ii) counsel for the Debtors, Adam Paul, Esquire, Kirkland & Ellis LLP, 300

North LaSalle, Chicago, IL 60654, Roger J. Higgins, Esquire, The Law Offices of Roger Higgins LLC, 111 East Wacker Drive, Suite 2800 Chicago, IL 60601; and Laura Davis Jones, Esquire, Pachulski Stang Ziehl &, Jones LLP, 919 North Market Street, 17th Floor, P.O. Box 8705, Wilmington, DE 19899-8705 (Courier 19801) (Facsimile number 302.652.4400); (iii) counsel to the Official Committee of Unsecured Creditors, Michael Magzamen, Esquire, Stroock & Stroock & Lavan, 180 Maiden Lane, New York, New York 10038-4982 (Facsimile number 212.806.6006), and Michael R. Lastowski, Esquire, Duane Morris LLP, 1100 N. Market Street, Suite 1200, Wilmington, Delaware 19801-1246 (Facsimile number 302.657.4901); (iv) counsel to the Official Committee of Asbestos Property Damage Claimants, Scott L. Baena, Esquire, Bilzin, Sumberg, Dunn, Baena, Price & Axelrod, First Union Financial Center, 200 South Biscayne Boulevard, Suite 2500, Miami Florida 33131 (Facsimile number 305.374.7593), and Michael B. Joseph, Esquire, Ferry Joseph & Pearce, P.A., 824 Market Street, Suite 1000, P.O. Box 1351, Wilmington, Delaware 19899 (Facsimile number 302.575.1714); (v) counsel to the Official Committee of Personal Injury Claimants, Elihu Inselbuch, Esquire, Caplin & Drysdale, 375 Park Avenue, 35th Floor, New York, New York 10152-3500 (Facsimile number 212.644.6755); Mark T. Hurford, Esquire, Campbell & Levine, LLC, 800 King Street, Suite 300, Wilmington, Delaware 19801 (Facsimile number 302-426-9947); (vi) counsel to the DIP Lenders, J. Douglas Bacon, Esquire, Latham & Watkins, Sears Tower, Suite 5800, Chicago, Illinois 60606 (Facsimile number 312.993.9767), and Neil Glassman, Esquire, Bayard P.A., 222 Delaware Avenue, Suite 900, P.O. Box 25130, Wilmington, Delaware 19899 (Facsimile number 302-658-6395); (vii) Counsel to the Official Committee of Equity Holders, Thomas Moers Mayer, Esquire, Kramer, Levin LLP, 919 Third Avenue, New York, New York 10022 (Facsimile number 212.715.8000) and Teresa K. D. Currier, Esquire, Saul Ewing LLP, 222

Delaware Avenue, Suite 1200, P.O. Box 1266, Wilmington, DE 19801; (viii) the Office of the United States Trustee, Attn: Richard L. Schepacarter, Esquire, 844 N. King Street, Wilmington, Delaware 19801 (Facsimile number 302.573.6497); and (ix) the Fee Auditor, Warren H. Smith, Warren H. Smith and Associates, 2235 Ridge Road, Suite 105, Rockwall, TX 75087 (Facsimile number 214-722-0081).

PLEASE TAKE FURTHER NOTICE THAT A HEARING ON THE APPLICATION WILL BE HELD BEFORE THE HONORABLE KEVIN J. CAREY AT THE UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF DELAWARE, 824 MARKET STREET, WILMINGTON, DELAWARE 19801 ON **OCTOBER 14, 2014, AT 10:00 A.M. (EASTERN).**

Dated: May 5, 2014
Wilmington, Delaware

REED SMITH LLP

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Special Asbestos Products Liability Defense
Counsel to the Debtors